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FILED
U.S. DISTRICT COURT
DISTRICT OF HAWAII
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Proposed Counsel for Debtor
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF HAWAII**

In re

HAWAIIAN AIRLINES, INC.
a Hawaii corporation,

Debtor.

Case No. 03 - 00817
(Chapter 11)

**MOTION FOR AN ORDER
AUTHORIZING THE DEBTOR TO
MAIL CERTAIN NOTICES IN LIEU
OF PROVIDING A MAILING MATRIX**

**AS REQUIRED UNDER LOCAL
RULES AND OTHER RELIEF;
DECLARATION OF NICHOLAS C.
DREHER; PROPOSED ORDER**

Date: March 21, 2003

Time: 2:30 p.m.

Judge: Hon. Robert J. Faris

Hawaiian Airlines, Inc., as debtor and debtor in possession (the "Debtor"), by and through its undersigned proposed co-counsel, hereby moves this Court for entry of an order authorizing the Debtor to mail initial notices in lieu of providing a mailing matrix as required under the Local Rules, as defined below, and for other relief (the "Motion"). In support of the Motion, the Debtor respectfully represents as follows:

I. JURISDICTION

1. This Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The bases for the relief requested herein are sections 105(a) and 521 of title 11 of the United States Code, rules 1007(a)(1) and 2002(l) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and rule 1007-2 of the United States Bankruptcy Court for the District of Hawaii (the "Local Rules").

II. BACKGROUND

3. On March 21, 2003 (the “Petition Date”), the Debtor filed a petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Hawaii (the “Bankruptcy Court”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtor is operating its businesses and managing its properties as a debtor in possession. No trustee, examiner or committee of creditors has been appointed in the Debtor’s chapter 11 case.

4. The Debtor was incorporated in January of 1929 under the laws of the Territory of Hawaii and is currently a subsidiary of Hawaiian Holdings, Inc. (“Hawaiian Holdings”),¹ a Delaware corporation whose common stock is traded on the American Stock Exchange and Pacific Exchange under the ticker symbol “HA.” As part of the regular Securities and Exchange Commission filings of Hawaiian Holdings, Hawaiian Holdings reports its financial and operating results with those of the Debtor on a consolidated basis.

The Debtor’s Business

5. The Debtor is engaged primarily in the scheduled transportation of passengers, cargo and mail. The Debtor’s passenger airline business is its chief

¹ Hawaiian Holdings holds 49.1% of the outstanding common stock of the Debtor directly. The remaining 50.9% of the outstanding common stock of the Debtor is held by AIP, Inc. (“AIP”), a wholly-owned subsidiary of Hawaiian Holdings.

source of revenue. Principally all of the Debtor's flights either originate or end in the state of Hawaii. The Debtor provides passenger and cargo service from Hawaii, predominately Honolulu, to the cities of Los Angeles, Ontario, Sacramento, San Diego and San Francisco, California; Seattle, Washington; Portland, Oregon; Phoenix, Arizona; and Las Vegas, Nevada (the "Transpacific Routes"). The Debtor also provides non-stop service between and among the six major islands of the state of Hawaii (the "Interisland Routes") and weekly service to each of Pago Pago, American Samoa and Pepeeete, Tahiti in the South Pacific (the "South Pacific Routes"). Charter service is provided from Honolulu to Anchorage, Alaska (the "Charter Routes"). Based upon the Debtor's operating revenues, the Debtor is the largest airline headquartered in Hawaii.

6. Based on its unaudited results, the Debtor had a net loss of approximately \$58 million for the twelve months ended December 31, 2002 ("Year 2002") on operating revenue of approximately \$632 million for the same period. In comparison, for the twelve months ended December 31, 2001 ("Year 2001"), the Debtor reported net income of approximately \$5 million on operating revenue of approximately \$612 million for the same period. The Debtor's assets and liabilities, as of December 31, 2002, were approximately \$256 million and \$399 million, respectively. The Debtor's reported assets and liabilities, as of December 31, 2001, were approximately \$305 million and \$327 million, respectively.

7. The Debtor is party to a network of agreements among airlines. Because of the interdependent nature of airline operations, coordination among airlines, provision of airline services, and efficient service by the airline industry to the traveling public, in general, would be virtually impossible without such agreements. Among other things, these agreements facilitate cooperation among airlines with respect to such critical activities as making reservations and transferring passengers, packages, baggage and mail among airlines.

The Debtor's Fleet

8. Beginning in the fourth quarter of 1999, the Debtor initiated a plan to replace its entire fleet of McDonnell Douglas DC-9 aircraft used to service its Interisland Routes. This effort was completed in the first quarter of 2002, with the Debtor taking delivery of thirteen Boeing 717-200 aircraft (the "717 Aircraft").

9. Similarly, in the fourth quarter of 2001, the Debtor initiated a plan to replace, by June 2003, its entire fleet of McDonnell Douglas DC-10 aircraft (the "DC-10 Aircraft") used to service the Transpacific Routes, South Pacific Routes and Charter Routes (the "Overseas Routes") with sixteen Boeing 767-300ER aircraft (the "767 Aircraft"). To date, the Debtor has taken delivery of ten new and four used Boeing 767-300ER aircraft and has returned eleven DC-10 Aircraft leased from Continental Airlines, Inc. and a subsidiary of American Airlines, Inc.

("American"). The Overseas Routes are currently serviced by fourteen Boeing 767-300ER aircraft.

10. All of the Debtor's aircraft are leased from various lessors under either financing or operating leases. Three of the Debtor's 767 Aircraft are leased under fifteen-year operating leases with a subsidiary of Ansett Worldwide Aviation Services, Inc. ("Ansett") and were delivered to the Debtor in the fourth quarter of 2001. Four 767 Aircraft were delivered in 2002 under seven-year operating leases with International Lease Finance Corporation. Seven of the Debtor's 767 Aircraft are leased under eighteen-year operating leases from Ansett and a subsidiary of Boeing Capital Corporation ("Boeing"). Each of the 717 Aircraft is leased under an eighteen-year leveraged financing lease with Boeing. The Debtor's four remaining DC-10 Aircraft are leased under operating leases with American and B.C.I. Leasing.

Employees

11. The Debtor has approximately 3,200 active employees, approximately 2,600 of which are employed on a full time basis. The majority of the Debtor's employees are covered by labor agreements with the International Association of Machinists and Aerospace Workers (AFL-CIO) ("IAM"); the Airline Pilots Association, International ("ALPA"); the Association of Flight Attendants ("AFA"); the Transport Workers Union ("TWU"); or the Employees of the

Communications Section (“Communications Section”). Each of these labor agreements, other than the contract with the seven-member Communications Section, was renegotiated in 2000 or 2001, and will be subject to renegotiation again in 2004 or 2005.

Previous Restructurings

12. On September 21, 1993, the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with the Bankruptcy Court (the “1993 Bankruptcy”).² Following confirmation of the Debtor’s plan of reorganization in the 1993 Bankruptcy on August 30, 1994, the Debtor successfully emerged from the 1993 Bankruptcy. Thereafter, on August 29, 2002, the Debtor was restructured from a public company into a wholly-owned subsidiary of Hawaiian Holdings and AIP (the “Restructuring”). As part of the Restructuring, the stockholders of the Debtor became stockholders of Hawaiian Holdings and Hawaiian Holdings assumed sponsorship of the Debtor’s existing stock agreements. Prior to the Restructuring, the common stock of the Debtor was publicly traded on the American Stock Exchange and Pacific Exchange under Hawaiian Holdings’ ticker symbol of “HA.”

² United States Bankruptcy Court, District of Hawaii, Case No. 93-01074.

The Debtor's Current Financial Crisis

13. The Debtor's current financial crisis was precipitated by a confluence of factors relating, in large part, to the depressed economic conditions of both the United States and Japan. These factors include: (a) decreased fare revenue, (b) high aircraft lease costs, (c) high labor costs and (d) increased insurance, security and fuel costs. Although the terrorist attacks of September 11, 2001 are one of the most obvious and publicized reasons for the Debtor's current financial crisis, it is the significant, though related, decline in the economies of the United States and Japan that has most contributed to the necessity of the Debtor's chapter 11 filing.

14. Following the events of September 11, 2001, the Debtor has seen a marked and dramatic reduction in the demand for travel to and within the islands of Hawaii. This reduced demand has been exacerbated by the flagging economies of the United States and Japan since that time. The demand for vacation travel, which historically has been the Debtor's greatest source of income, has been most affected by the economic decline. In order to attract passengers, airlines, including the Debtor, have been forced to lower their fares. The introduction of "low cost carriers," such as Jet Blue, has led to a further reduction in fare structure, as national airlines have been forced to reduce ticket prices to remain competitive. The combination of fewer ticket sales made at reduced fares continues to impact the Debtor's revenue and earnings negatively.

15. Beginning in late 1999, as discussed above, the Debtor began a refueling process under which its aging fleet of McDonnell Douglas DC-9 aircraft and DC-10 Aircraft would be completely replaced by the end of 2003. By July of 2001, the Debtor had entered into the last of its agreements with lessors that would provide the aircraft for this refueling. Although the terms of these agreements were considered to be fair and at market rates when agreed to, the subsequent and unforeseen decline in economic conditions in the United States and abroad have caused the terms of such leases to be highly unfavorable. Because its aircraft lease costs are grounded in economic assumptions that have failed to materialize, the Debtor has been forced to shoulder the crippling costs of over-market leases. For the Year 2002, expenses associated with the Debtor's aircraft leases made up 12% of its total operating expenses.

16. Similarly, because the Debtor's union agreements were renegotiated in 2000 and 2001, the Debtor's labor costs have not been in line with current economic conditions. Based upon market assumptions made in 2000 and pre-September 11, 2001, the Debtor's labor costs have exceeded what the Debtor could realistically maintain based upon its revenues. This relative increase in labor costs, as compared to revenue, has negatively impacted the Debtor's ability to remain a viable enterprise. For the Year 2002, the Debtor's labor costs made up 30% of its total operating expenses.

17. As a direct result of the events of September 11, 2001 and the long-standing international crises in the Middle East, the Debtor has seen increases in several of its cost centers. For instance, insurance rates associated with airline operations have increased substantially as compared to pre-September 11, 2001 rates. Because of increased airline security requirements, the Debtor also has been faced with increased security expenditures. Moreover, fuel costs, which made up approximately 14% of the Debtor's operating expenses for Year 2002, also have steadily increased during this period. These increased costs, in the face of declining revenues, have further weakened the Debtor's ability to succeed as a going-concern.

Prepetition Activities

18. The two largest controllable components of the Debtor's cost structure are labor and aircraft costs. These are, therefore, the two areas upon which the Debtor had focused prior to the Petition Date in trying to accomplish a successful out-of-court financial and operational restructuring. To that end, the Debtor has, particularly within the past year, been actively negotiating with both its aircraft lessors and labor unions to reduce its aircraft and labor costs, respectively. These negotiations have continued up until the Debtor's bankruptcy filing. On February 20, 2003, the Debtor's employees represented by IAM agreed to \$3.8 million in concessions. On March 6, 2003, the Debtor's employees represented by ALPA

reached an agreement with the Debtor with respect to approximately \$8 million in concessions. Similarly, on March 11, 2003, the Debtor's employees represented by AFA agreed to approximately \$3.5 million in concessions. Although the Debtor and its labor unions have made great progress in these negotiations, it now appears that the only practicable way for the Debtor to reorganize is under the protection afforded to it under the Bankruptcy Code, as the Debtor has not been successful in its attempts to negotiate significant concessions from its aircraft lessors.

III. RELIEF REQUESTED

19. Pursuant to Bankruptcy Rule 1007(a)(1) and Local Rule 1007-2, a chapter 11 debtor is required to provide the clerk of the Court (the "Clerk") with a matrix of names and addresses of all its creditors, equity security holders and parties in interest, in order to assist the Clerk with certain mailings. Under Local Rule 1007-2(b), any mailing matrix containing 75 or more creditors, equity security holders and parties in interest must be submitted in a specific electronic format to the Clerk (the "Required Format").

20. The Debtor hereby requests authority (i) to submit a list of its creditors, equity security holders and parties in interest to the Clerk in an electronic format that differs from the Required Format, (ii) to mail directly to the parties on such list certain notices, including but not limited to, notice of the filing of the chapter 11 case and notice of the meeting of creditors pursuant to section 341 of

the Bankruptcy Code, and (iii) to mail any correspondence the Debtor may wish to send to certain creditors, equity security holders and parties in interest as part of the Debtor's communication program to keep such creditors, equity security holders and parties in interest informed with respect to the status of this chapter 11 case.

21. Furthermore, the Debtor proposes to undertake, or have its authorized agent undertake, all mailings directed by the Court or the Office of the United States Trustee for the District of Hawaii, or required by the Bankruptcy Code, the Bankruptcy Rules or the Local Rules.

IV. BASIS FOR RELIEF

22. There are approximately 35,000 creditors and parties in interest in this chapter 11 case.³ The Debtor maintains several lists of names and addresses of such creditors and parties in interest on various computer programs (the "Lists") that permit the Debtor or an outside firm to print mailing labels for each such entity. In that regard, the Debtor is seeking, by separate motion filed concurrently herewith, to retain and employ a claims and noticing agent in this chapter 11 case (the "Noticing Agent"). Because the Noticing Agent would be responsible, among other things, for all of the noticing in this chapter 11 case,⁴ the Clerk would be

³ This estimate does not include the members of the Debtor's frequent flyer program, the HawaiianMiles Program.

⁴ The Noticing Agent would also be responsible for maintaining the Lists current throughout these proceedings.

relieved of the burden of sending notice to the Debtor's creditors, equity security holders and other parties in interest. Under these circumstances, the Clerk would not need the information provided in the mailing matrix in the Required Format.

23. Further, the Debtor maintains the Lists on various computer programs that are not easily converted into the Required Format. In order to comply with the Local Rules, the Debtor would need to either convert the Lists into the Required Format or input all the information contained in the Lists in the Required Format, which would be a time-consuming and expensive task. Given the Debtor's scarce financial resources and the limited staff available to undertake such a task, the Debtor submits that it would be unduly burdensome to compel the Debtor to provide the mailing matrix in the Required Format and that the Debtor should be allowed to submit such matrix in the electronic format currently used by the Debtor. The Clerk and the Debtor have further agreed that the mailing matrix will be (i) provided to the Clerk in a PDF format and (ii) posted and regularly updated by the Noticing Agent on the website maintained by the Noticing Agent at <http://www.halclaims.com>. As stated in the Declaration of Nicholas C. Dreher, attached hereto as Exhibit A, the Clerk would support the entry of an order granting the relief described above.

24. By this Motion, the Debtor also requests that the Court grant the Debtor the authority to provide limited notice of the commencement of this chapter

11 case to the members of the Debtor's frequent flyer program, the HawaiianMiles Program (the "Program"), pursuant to the following procedures:

(a) First, the Debtor proposes to send electronic mail communications (the "Email Communications"), shortly after the commencement of this chapter 11 case, to Domestic Members⁵ and International Members⁶ of the Program who have previously consented to the receipt of periodic electronic mail communications from the Debtor. Such Email Communications shall provide limited notice of the commencement of this chapter 11 case to the Domestic Members and the International Members and inform them that they may obtain a copy of the complete notice of commencement at <http://www.halclaims.com>, the website maintained by the Noticing Agent or by contacting the Noticing Agent by telephone.

(b) Second, the Debtor proposes to send a paper mailing (the "Mail Communications"), shortly after the commencement of this chapter 11 case, to Active Members⁷ of the Program providing limited notice of the commencement of this chapter 11 case to the Active Members and informing them that they may obtain a copy of the complete notice of commencement at

⁵ Domestic Members are members of the Program maintaining an address in the United States.

⁶ International Members are members of the Program maintaining an address outside of the United States.

⁷ Active Members are members of the Program who have participated in the Program within the past three years, among other things, earning or redeeming miles.

<http://www.halclaims.com>, the website maintained by the Noticing Agent or by contacting the Noticing Agent by telephone.

(c) Finally, the Debtor proposes to publish, shortly after the commencement of this chapter 11 case, a notice of commencement of this chapter 11 case in the following newspapers: the Los Angeles Times, the San Francisco Chronicle, the Honolulu Star-Bulletin and the Asahi Shimbun. The Debtor chose such publications because, in the Debtor's judgment, these publications would be most likely to reach the Program members that may not have received the Email Communications or the Mail Communications because such newspapers are published in the largest markets in which the Debtor's customers usually reside.

25. The Debtor submits that it would be unduly burdensome for the Debtor to mail the notice of commencement to the 1.3 million Program members or even to the 800,000 Active Members because the cost associated with such a domestic and international mailing would be prohibitively expensive. In contrast, the procedures described above will provide the Program members with a simple access to relevant documentation. Further, the Court has authority under Bankruptcy Rule 2002(l) to "order notice by publication if it finds that notice by mail is impracticable." In light of the potential cost of a mass mailing to all members of the Program, the Debtor submits that publication in the above-

mentioned newspapers presents a pragmatic means by which to notify the remaining Program members and other creditors and parties in interest.

26. The relief requested herein has been granted by courts in the Ninth Circuit and in other Circuits. See, e.g., In re Washington Group International, Inc., Case No. 01-31627 (GWZ) (Bankr. D. Nev. May 14, 2001); In re UAL Corporation, Case No. 02-48191 (ER) (Bankr. N.D. Ill. Nov. 12, 2002); In re U.S. Airways Group, Inc., Case No. 02-83894 (SSM) (Bankr. E.D. Va. Aug. 12, 2002).

27. Finally, the Debtor requests that, notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the order to be entered in connection with the Motion be immediately effective and enforceable upon its entry.

V. NOTICE

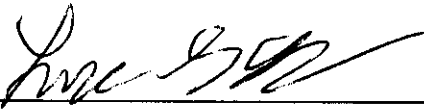
28. Notice of this Motion has been provided to: (i) the Office of the United States Trustee for District of Hawaii; (ii) parties appearing on the Debtor's list of creditors holding the twenty largest unsecured claims; (iii) the Securities and Exchange Commission; and (iv) the Internal Revenue Service. Given the circumstances, the Debtor submits that no other or further notice need be given.

VI. NO PREVIOUS REQUEST

29. No previous motion for the relief sought herein has been made to this Court or any other court.

WHEREFORE, the Debtor requests entry of an order, substantially in the form attached hereto, granting the relief requested herein and such other and further relief the Court deems just and proper.

Dated: Honolulu, Hawaii, March 21, 2003

By: 
NICHOLAS C. DREHER, ESQ.
THEODORE D.C. YOUNG, ESQ.
CADES SCHUTTE LLC

and

LISA G. BECKERMAN, ESQ.
DAVID SIMONDS, ESQ.
AKIN GUMP STRAUSS HAUER & FELD LLP

Proposed Counsel for Debtor and Debtor in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF HAWAII**

In re

HAWAIIAN AIRLINES, INC.
a Hawaii corporation,

Debtor.

Case No. 03 - 00817
(Chapter 11)

**DECLARATION IN SUPPORT OF
ORDER AUTHORIZING THE DEBTOR
TO MAIL CERTAIN NOTICES IN LIEU
OF PROVIDING A MAILING MATRIX
AS REQUIRED UNDER LOCAL RULES
AND OTHER RELIEF**

Date: March 21, 2003

Time: 2:30 PM

Judge: Hon. Robert J. Faris

Nicholas C. Dreher, under penalty of perjury, hereby declares as follows:

1. I am a partner at Cades Schutte, a limited liability law company with offices located at 1000 Bishop Street, Honolulu, Hawaii 96813. I make this declaration in support of the Motion of the Debtor for an Order Authorizing the Debtor to Mail Certain Notices in Lieu of Providing a Mailing Matrix as Required Under Local Rules and Other Relief (the "Motion").⁸

2. Prior to the filing of the Motion, I consulted several times by telephone with Mark Van Allsburg, Clerk of the United States Bankruptcy Court for the District of Hawaii, and discussed the substance of the Motion. He advised

⁸ Capitalized terms not otherwise defined herein have the meaning given to them in the Motion.

me that the Clerk's office would not object to (i) being relieved of the burden of preparing and sending notices as contemplated by the Motion and (ii) receiving the mailing matrix in an electronic format that differs from the Required Format.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 21, 2003

Nicholas C. Dreher

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF HAWAII**

In re

HAWAIIAN AIRLINES, INC.
a Hawaii corporation

Debtor.

**Case No. 03 - _____
(Chapter 11)**

**ORDER AUTHORIZING THE DEBTOR TO
MAIL CERTAIN NOTICES IN LIEU OF
PROVIDING A MAILING MATRIX AS
REQUIRED UNDER LOCAL RULES AND
OTHER RELIEF**

This matter coming before the Court on the Motion for Order Authorizing the Debtor to Mail Certain Notices In Lieu of Providing a Mailing Matrix as Required Under Local Rules and for Other Relief (the "Motion"),⁹ filed by the above-captioned debtor and debtor in possession (the "Debtor"); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409, (d) proper and adequate notice of the Motion and the hearing thereon has been given and that no other or further notice is necessary; and the Court having considered the Declaration of Christine R. Deister in Support of First-Day Motions and Applications; and the Court having considered all evidence and oral arguments of counsel in support of the Motion; and the Court having determined that the legal and factual basis set forth in the

⁹ Capitalized terms not otherwise defined herein shall have the meaning given to them in the Motion.

Motion establish just cause for the relief granted herein and the Court having determined that the relief sought in the Motion is in the best interest of the Debtor and its estate; and after due deliberation and sufficient cause appearing;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED in its entirety.
2. The Debtor is authorized to mail initial and all other notices in lieu of filing a mailing matrix in the Required Format, provided that the Debtor will submit to the Clerk the mailing matrix in a different electronic format.
3. The Debtor, or its authorized agent, is authorized to (i) provide the mailing matrix to the Clerk in a PDF format and (ii) post and regularly update such matrix on the website maintained by the Noticing Agent at <http://www.halclaims.com>.
4. The Debtor, or its authorized agent, is authorized to send to creditors, equity security holders and parties in interest certain notices and such other correspondence the Debtor may wish to send as part of its communication program to keep such parties informed with respect to the status of this chapter 11 case.
5. The Debtor is authorized (i) to send the Email Communications, (ii) to send the Mail Communications and (iii) to cause notice of

commencement of this chapter 11 case to be published in the newspapers listed in the Motion pursuant to Bankruptcy Rule 2002(l).

6. All forms of notice provided in the Motion are reasonably calculated to apprise interested parties of this chapter 11 case.

7. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(c).

9. This Court will retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2003

UNITED STATES BANKRUPTCY JUDGE

In re Hawaiian Airlines, Inc., Chapter 11, Case No. 03-_____;

ORDER AUTHORIZING THE DEBTOR TO MAIL CERTAIN NOTICES IN
LIEU OF PROVIDING A MAILING MATRIX AS REQUIRED UNDER LOCAL
RULES AND OTHER RELIEF